

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)	
)	
SLF Holdings, LLC (“Transferor”),)	
)	
Southern Light, LLC (“Licensee”),)	
)	
and)	
)	
Uniti Group Inc. (f/k/a Communications)	WC Docket No. 17-_____
Sales & Leasing, Inc.) (“Transferee”),)	
)	
For Authority Pursuant to Section 214 of)	
the Communications Act of 1934, as)	
Amended, to Transfer Control of Licensee)	
to Uniti Group Inc.)	
)	
)	
)	
)	

Domestic 214 Application

Uniti Group Inc. (f/k/a Communications Sales & Leasing, Inc.) (“Uniti Group” or “Transferee”), SLF Holdings, LLC, (“SLF Holdings” or “Transferor”), and Southern Light, LLC (“Southern Light” or “Licensee”, and together with Transferor and Transferee, “Applicants”) respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission’s Rules, 47 C.F.R. § 63.04, to transfer control of Licensee to Uniti Group (the “Transaction”).

I. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because immediately following the transaction (a) the Transferee (including its affiliates, as that term is defined in

Section 3(1) of the Act) will have a market share in the interstate, interexchange market of less than 10 percent (10%); (b) the Transferee (and its affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) none of the Applicants (or their affiliates) are dominant with respect to any service.

II. Description of the Applicants

A. SLF Holdings and Southern Light

SLF Holdings, LLC is an Alabama limited liability company located at 3632 Dauphin Street, Suite 101-B, Mobile, Alabama 36608. SLF Holdings is the corporate parent of Southern Light and does not provide telecommunications in its own right.

Southern Light, LLC is an Alabama limited liability company located at 107 St. Francis Street, Suite 1800, Mobile, Alabama 36602. Southern Light owns an extensive network of fiber optic cables in the states of Alabama, Florida, Georgia, Mississippi and Louisiana and provides related communications services. Southern Light holds domestic Section 214 authority to provide domestic interstate telecommunications services. It also holds a number of microwave licenses through which it provides backhaul communications services to other carriers.

B. Uniti Group

Uniti Group Inc. (NASDAQ: UNIT), f/k/a Communications Sales and Leasing, Inc.,¹ is a Maryland corporation headquartered at 10802 Executive Center Drive, Benton Building, Suite

¹ Communications Sales and Leasing, Inc. changed its name to Uniti Group Inc. in order to align with the name brand of its principal business units: Uniti Towers, Uniti Fiber, and Uniti Leasing. Effective at market open on February 27, 2017, trading for Uniti Group Inc. began under the symbol “UNIT” (NASDAQ: UNIT). The name change did not affect the rights of the company’s stockholders, did not represent a transfer of control, and no action was or is required by stockholders with respect to the name change. The Company’s new website is www.uniti.com.

300, Little Rock, Arkansas 72211. Uniti Group is a publicly traded real estate investment trust that engages in the acquisition and construction of infrastructure in the communications industry. Uniti Group does not provide telecommunications services in its own right. It owns and operates a number of licensed telecommunications providers in all states and the District of Columbia, except Alaska, California and Hawaii. Additional information on Uniti Group can be found at: www.uniti.com/about/uniti.

Uniti Group does not provide telecommunications services in its own right. However, it owns Talk America Services, LLC (“TAS”), a Delaware limited liability company, which is licensed as a telecommunications service provider in several states and is authorized by the FCC to provide domestic and international telecommunications services.² It also owns Tower Cloud, Inc., as well as Uniti Fiber LLC (as well as various operating subsidiaries), which provide enterprise telecommunications services and cellular site backhaul services in several states.³

III. DESCRIPTION OF THE TRANSACTION

On April 7, 2017, Uniti Group, Uniti Fiber Holdings Inc. (a wholly owned subsidiary of Uniti Group and the “acquirer” of the Licensee), and SLF Holdings, LLC (the parent of Southern Light, LLC), entered into a Membership Interest Purchase Agreement (“Agreement”) pursuant to which Uniti Group will acquire control of Southern Light. Specifically, under the Agreement, Uniti Fiber Holdings Inc. will acquire the membership interests of Southern Light (the “Transaction”). Through the Transaction, Uniti Group will become the indirect owner of

² See ITC-214-20141022-00280.

³ Uniti Group also has a separate application currently pending before the Commission for the acquisition of Hunt Telecommunications, LLC, Nexus Systems, Inc., and Benchmark Communications, LLC (see WC Docket No. 17-81). *See also* IB Docket Nos. ITC-T/C-20170324-00051 and ITC-T/C-20170324-00052, and WTB Application No. 0007703022).

Southern Light. For the Commission's reference, pre- and post-transaction organization charts are provided as **Exhibit A**.

While the Transaction will result in changes in the ultimate ownership of Southern Light, it is not expected to change or affect its customer-facing activities. The Applicants anticipate that customers will benefit from the enhanced access of Southern Light to capital and financial strengths of Uniti Group. The post-Transaction management of Southern Light will also be able to draw upon the substantial experience in the telecommunications industry of the current management teams of Uniti Group and its subsidiaries.

IV. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04 of the Commission's Rules, the Applicants submit the following information:

63.04(a)(1): Name, address and telephone number of each Applicant:

Licensee:

Southern Light, LLC
107 St. Francis Street, Suite 1800
Mobile, Alabama 36602
Tel: (251) 662-1170
(FRN: 0006694111)

Transferor:

SLF Holdings, LLC
3632 Dauphin Street, Suite 101-B
Mobile, Alabama 36608
Tel: (251) 460-5280
(FRN: 0026403204)

Transferee:

Uniti Group Inc.
10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211

Tel: (501) 850-0820
(FRN: 0024594681)

63.04(a)(2): Jurisdiction of Organizations:

SLF Holdings and Southern Light are both Alabama limited liability companies. Uniti Group is a Maryland corporation.

63.04(a)(3): Correspondence concerning this Application should be sent to:

Russell M. Blau
Ronald W. Del Sesto, Jr.
Jeffrey R. Strenkowski
Morgan Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-373-6000 (Tel)
202-373-6001 (Fax)
russell.blau@morganlewis.com
ronald.delsesto@morganlewis.com
jeffrey.strenkowski@morganlewis.com

with copies to:

and:

Daniel Heard
Executive Vice President – General
Counsel and Secretary
Uniti Group Inc.
10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Tel: (501) 850-0820
Email: daniel.heard@uniti.com

Paul Bullington, CFO
Southern Light, LLC
107 St. Francis Street, Suite 1800
Mobile, AL 36602
Tel: 251-662-1512
Email: pbullington@slfiber.com

63.04(a)(4): Ownership Information

1. Pre-Transaction Direct Ownership of Licensee

Name:	SLF Holdings, LLC
Address:	3632 Dauphin Street, Suite 101-B Mobile, Alabama 36608
Citizenship:	United States (Alabama)
Principal Business:	Telecommunications
Ownership:	100% direct in Southern Light (“Licensee”)

Name: The SSI Group, LLC
Address: 3632 Dauphin Street, Suite 101-B
Mobile, Alabama 36608
Citizenship: United States (Florida)
Principal Business: Investments
Ownership: 39.03% of SLF Holdings, LLC⁴

Name: Teaghlach, Inc.
Address: 3632 Dauphin Street, Suite 101-B
Mobile, Alabama 36608
Citizenship: United States (Florida)
Principal Business: Holding Company
Ownership: 100% of The SSI Group, LLC; 39.03% of SLF Holdings following a pro forma transfer

Name: W. Davis Pilot, Jr.
Address: c/o SLF Holdings, LLC
3632 Dauphin Street, Suite 101-B
Mobile, Alabama 36608
Citizenship: United States
Principal Business: Individual
Ownership: 16.88% of SLF Holdings, LLC

Name: Lee Wallace
Address: c/o SLF Holdings, LLC
3632 Dauphin Street, Suite 101-B
Mobile, Alabama 36608
Citizenship: United States
Principal Business: Individual
Ownership: 15.68% of SLF Holdings, LLC

Southern Medical Health Systems, a Delaware corporation, owns 76% of Teaghlach, Inc. Celia Wallace, a U.S. citizen, owns Southern Medical Health Systems. The address for Southern Medical Health Systems and Ms. Wallace is c/o SLF Holdings, LLC, 3632 Dauphin Street, Suite 101-B, Mobile, Alabama 36608.

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Southern Light or SLF Holdings.

2. Post-Transaction Ownership of Applicants

⁴ The SSI Group, LLC will transfer its 39.03% ownership interest in SLF Holdings to its parent, Teaghlach, Inc. prior to the consummation of the Transaction. This pro forma transfer will not result in a change of control of Southern Light.

Following the Transaction, the following persons or entities will directly or indirectly own 10% or greater of Licensee as calculated pursuant to the Commission ownership attribution rules for wireline telecommunications carriers:

Name: Uniti Fiber Holdings Inc.
Address: 10802 Executive Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: 100% directly in Southern Light
Citizenship: Delaware
Principal Business: Holding Company

Name: Uniti Holdings LP
Address: 10802 Executive Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: 100% directly in Uniti Fiber Holdings LLC (100% indirectly in Southern Light)
Citizenship: Delaware
Principal Business: Holding Company

Name: Uniti Holdings GP LLC
Address: 10802 Executive Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: Non-economic General Partner in Uniti Holdings LP (100% indirectly in Southern Light)
Citizenship: Delaware
Principal Business: Holding Company

Name: New OP LP⁵
Address: 10802 Executive Center Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: 100% directly in Uniti Holdings GP, LLC, and 100% indirectly in Uniti Holdings LP (through ownership in Uniti Holdings GP, LLC)
Citizenship: U.S.
Principal Business: Holding Company

⁵ The name and jurisdiction of organization of New OP LP has not yet been determined. New OP LP will be a limited partnership. It will be formed in a U.S. state. Note that Uniti Group will be submitting a *pro forma* transfer of control notice concerning the insertion of New OP, LP and New LP LLC into its ownership structure, as well as the movement within the corporate structure of Talk America Services LLC, an operating company owned by Uniti Group.

Name: New LP LLC⁶
Address: 10802 Executive Center Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: 1% directly in New OP, LP
Citizenship: U.S.
Principal Business: Holding Company

Name: Uniti Group Inc. (NASDAQ: UNIT)
Address: 10802 Executive Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: General Partner and 99% ownership directly in New OP
LP, and 100% in New LP LLC (thus, 100% indirectly in
Southern Light)
Citizenship: Maryland
Principal Business: Real Estate Investment Trust

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Applicants.

63.04(a)(5): Anti-Drug Abuse Act Certification

Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853(a); *see also* 47 C.F.R. §§ 1.2001-1.2003.

63.04(a)(6): Description of the Transaction

Please refer to Section III above.

63.04(a)(7): Geographic Areas Served

The Applicants and their affiliates offer domestic telecommunications services in the U.S. as follows:

Licensee: Southern Light is authorized to provide telecommunications services in Alabama, Florida, Georgia, Kentucky, Louisiana, and Mississippi.

Transferor: Transferor does not provide telecommunications services in its own right.

⁶ The name and jurisdiction of organization of New LP LLC has not yet been determined. New LP LLC will be a limited liability company. It will be formed in a U.S. state. *See* n.3, above.

Transferee: Uniti Group, a Maryland corporation, does not provide telecommunications services in its own right. Uniti Group wholly owns Talk America Services, LLC (“TAS”), a Delaware limited liability company that provides resold and facilities-based telecommunications services in all states and the FCC, except Alaska, California and Hawaii. Uniti Group also wholly owns Tower Cloud, Inc., a Delaware corporation that is a “carrier’s carrier” providing cellular site backhaul and other related telecommunications services primarily to providers of wireless telecommunications as well as others in Alabama, Florida, Georgia, North Carolina, and South Carolina. Uniti Group also wholly owns Uniti Fiber LLC (“Uniti Fiber”), a Delaware limited liability company. Uniti Fiber is also a “carrier’s carrier” providing cell site backhaul and related telecommunications services to providers of wireless telecommunications as well as other carriers. Uniti Fiber holds authority to provide such telecommunications services in Ohio and Wisconsin. Uniti Fiber, in turn, wholly owns a number of subsidiaries (all of which are Delaware limited liability companies) through which it offers such services in several additional states as follows: PEG Bandwidth DC, LLC (authorized to provide telecommunications services in the District of Columbia), PEG Bandwidth DE, LLC (authorized to provide telecommunications services in Delaware), PEG Bandwidth IA, LLC (authorized to provide telecommunications services in Iowa), PEG Bandwidth IL, LLC (authorized to provide telecommunications services in Illinois, Indiana, Iowa, Kentucky, and Missouri), PEG Bandwidth LA, LLC (authorized to provide telecommunications services in Louisiana), PEG Bandwidth MA, LLC (authorized to provide telecommunications services in Massachusetts), PEG Bandwidth MD, LLC (authorized to provide telecommunications services in Maryland and West Virginia), PEG Bandwidth MS, LLC (authorized to provide telecommunications services in Mississippi), PEG Bandwidth NJ, LLC (authorized to provide

telecommunications services in New Jersey), PEG Bandwidth NY, LLC (authorized to provide telecommunications services in New York), PEG Bandwidth PA, LLC (authorized to provide telecommunications services in Pennsylvania), PEG Bandwidth TX, LLC (authorized to provide telecommunications services in Texas) and PEG Bandwidth VA, LLC (authorized to provide telecommunications services in Virginia). Uniti Fiber also wholly owns Contact Network, LLC (dba InLine) (“Contact Network”), an Alabama limited liability company, that is authorized to provide retail telecommunications services in Alabama, Illinois, Louisiana and Mississippi.

Several of Uniti Group’s subsidiaries hold authorizations in the states where Southern Light holds authorizations, as follows: TAS (Alabama, Florida, Georgia, Kentucky, Louisiana, and Mississippi), Contact Network (Alabama, Louisiana and Mississippi), PEG Bandwidth LA, LLC (Louisiana), PEG Bandwidth IA, LLC (Kentucky), PEG Bandwidth MS, LLC (Mississippi), and Tower Cloud (Alabama, Florida and Georgia).

63.04(a)(8): Streamlining Categorization

See Section I above.

63.04(a)(9): Additional FCC Applications

Applicants intend to file one or more Form 603 applications for the transfer of control of certain wireless microwave licenses held by Licensee with the Wireless Telecommunications Bureau through the Commission’s Universal Licensing System.

63.04(a)(10): Special Consideration Requests

No party to the Transaction is facing imminent business failure. However, prompt completion of the proposed Transaction is nonetheless critical to ensure that Applicants can obtain the benefits described in the foregoing Application. Accordingly, Applicants respectfully request that the Commission approve this Application in a time frame comparable to the timing

applicable to streamlined applications in order to allow Applicants to consummate the proposed Transaction as soon as possible.

63.04(a)(11): Waiver Requests

No waiver requests are being filed in conjunction with the Transaction.

63.04(a)(12): Public Interest Statement

The Transaction described in this Application will serve the public interest. The Transaction will result in the transfer of control of Southern Light to a well-qualified company with a strong management team and substantial telecommunications experience and expertise.

Applicants further submit that the Transaction will enhance the ability of Southern Light to compete in the telecommunications marketplace. Southern Light will have access to the operational and managerial resources of Uniti Group, and such support will strengthen its competitive position. The Transaction will also expand Uniti Group's business operations and asset portfolio, thereby establishing a stronger and more diversified competitor in the telecommunications market.

Southern Light will continue to offer competitive and innovative products following the Transaction at the same rates and on the same terms and conditions as currently provided (subject to future changes pursuant to applicable law and contract provisions). The Transaction is expected to be transparent to their customers and is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer. Ultimately, the Transaction will benefit businesses and consumers by enabling Southern Light to become a stronger competitor in its markets and to expand its offerings through access to Uniti Group's capital. Any future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and any applicable federal and state notice and tariff

requirements. The Transaction will not trigger any federal or state anti-slamming or bulk customer transfer rules (because the certificated, customer-facing service provider will be unchanged), or adversely affect the market for telecommunications services. The Transaction also will not adversely affect competition for the provision of telecommunications because, after the close of the Transaction, customers will continue to be served by Southern Light.

IV. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,



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ronald.delsesto@morganlewis.com
jeffrey.strenkowski@morganlewis.com

Counsel to Applicants

Dated: April 13, 2017

LIST OF EXHIBITS

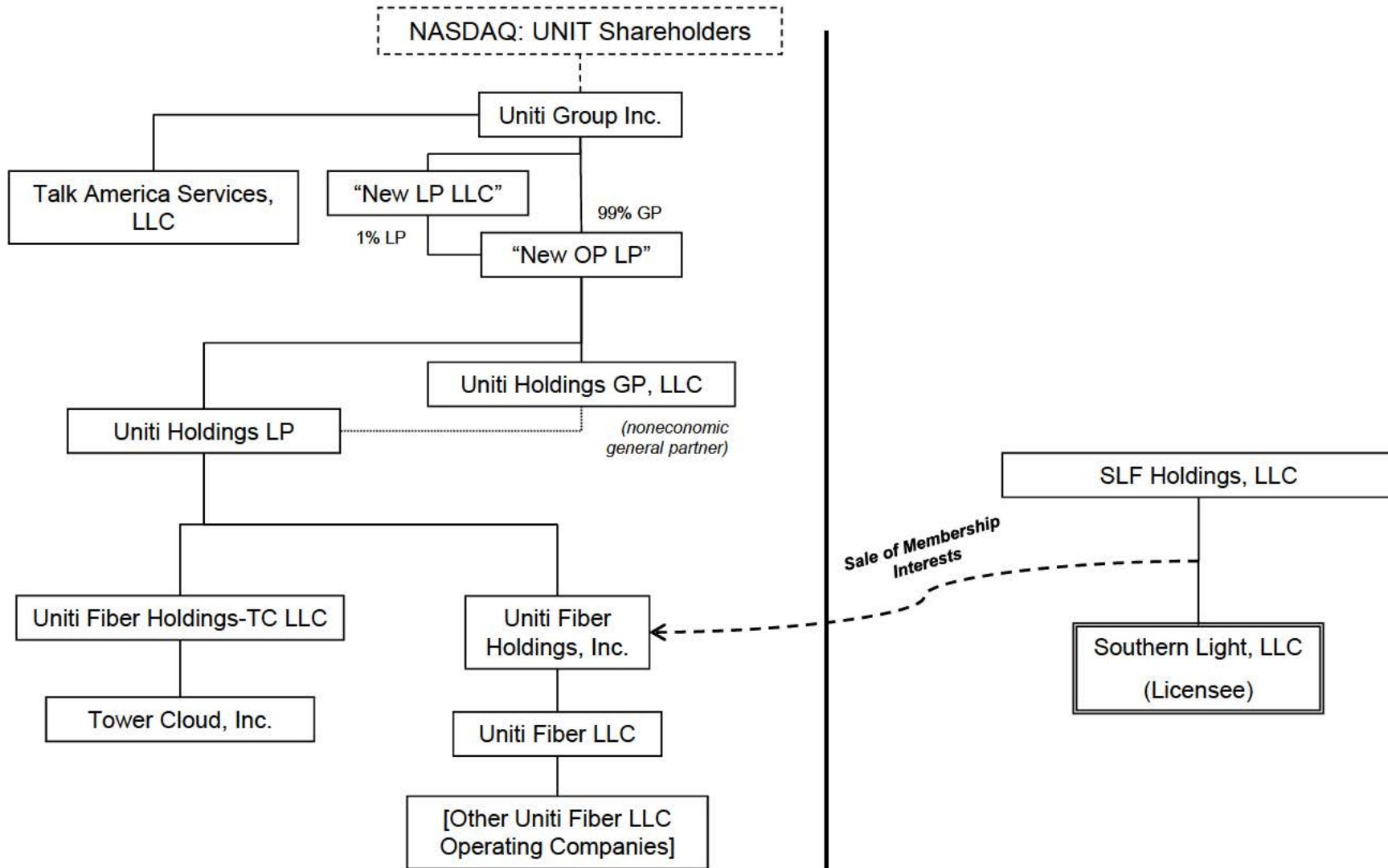
EXHIBIT A – Corporate Structure and Transaction Chart

VERIFICATIONS

EXHIBIT A

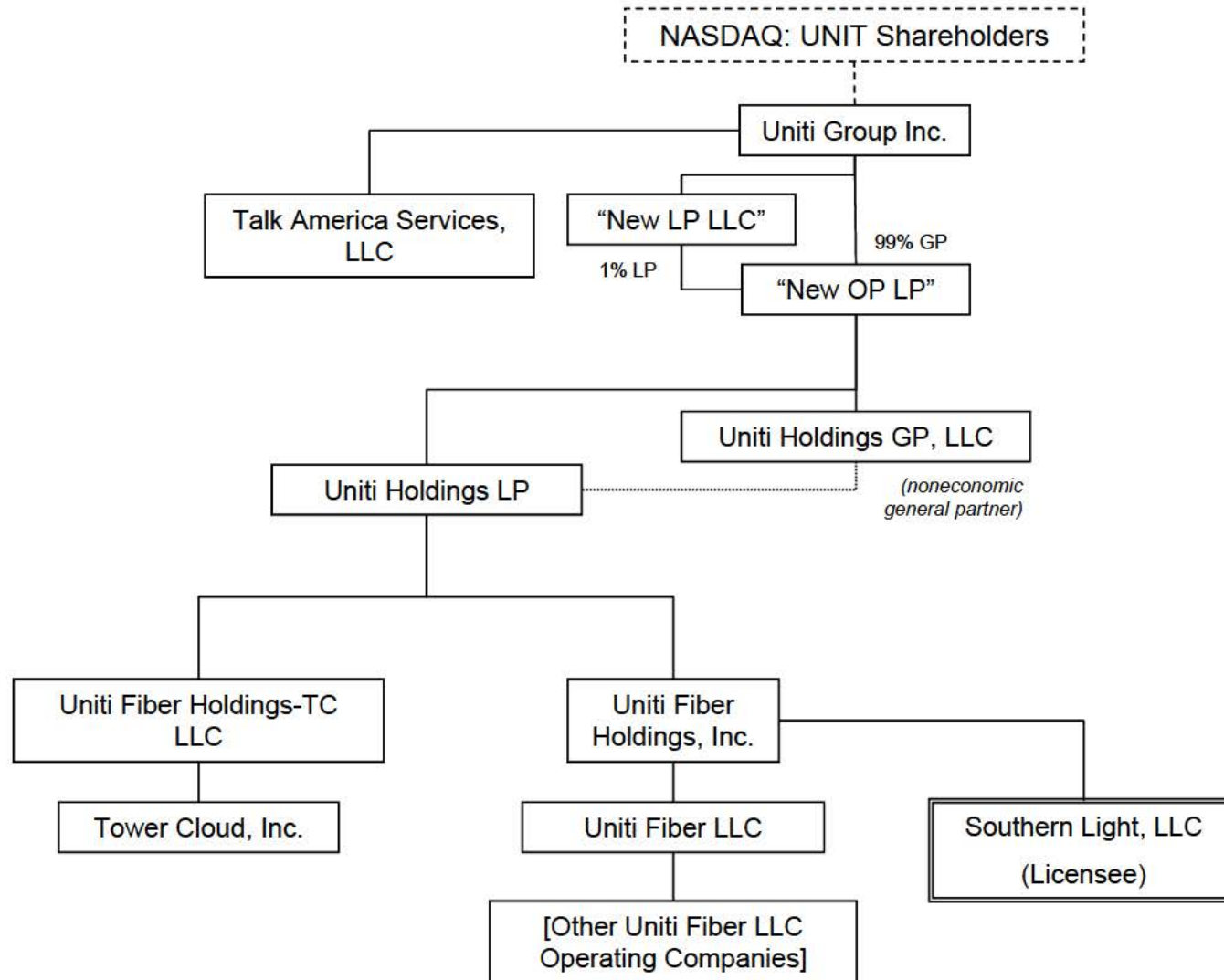
Corporate Structure and Transaction Chart

Pre-Transaction Organizational Structure



Unless otherwise indicated all ownership percentages are 100%.

Post-Transaction Organizational Structure



Unless otherwise indicated all ownership percentages are 100%.

VERIFICATIONS

STATE OF ALABAMA

COUNTY OF MOBILE

§
§
§
§

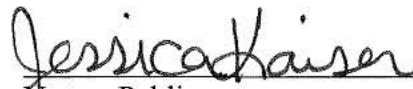
VERIFICATION

I, Paul Bullington, am Chief Financial Officer of Southern Light, LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

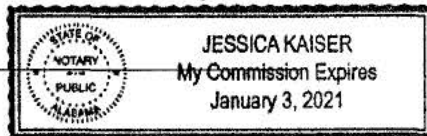


Paul Bullington
Chief Financial Officer
Southern Light, LLC

Sworn and subscribed before me this 11th day of April, 2017.


Notary Public

My commission expires _____



STATE OF ARKANSAS

§

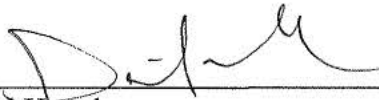
§

PULASKI COUNTY

§

VERIFICATION

I, Daniel Heard, hereby declare that I am Executive Vice President - General Counsel and Secretary of Uniti Group Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; that I am familiar with the facts set forth in the foregoing filing; and that, with respect to the Company and its subsidiaries, the contents of that filing are true and correct to the best of my knowledge, information, and belief.

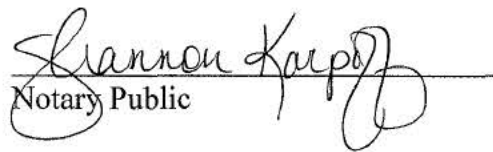


Daniel Heard

Executive Vice President – General Counsel and Secretary
Uniti Group Inc.

10802 Executive Center Drive
Benton Building Suite 300
Little Rock, AR 72211

Subscribed and sworn to me this 16 day of March, 2017.



Notary Public

